MARVEL

YOST
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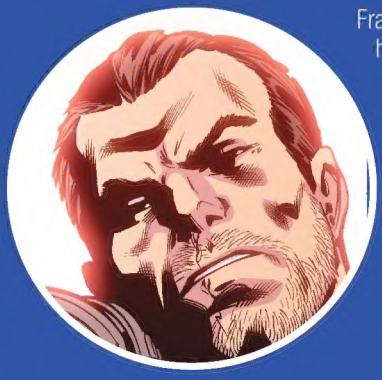
ROSENBERG

022

When OTTO OCTAVIUS, the villain known as DOCTOR OCTOPUS, was dying, he used his skills as a mad scientist to swap minds with his greatest enemy, PETER PARKER, the amazing Spider-Man. The transfer gave Otto Parker's powers and his memories--namely the lesson of great responsibility. Now Otto Octavius is beginning a new life as a hero, possibly the greatest hero of all as...

THE SUPERIOR SPIDER-MAN



Frank Castle was a U.S. Marine veteran who had returned home from combat to be with his family. During an outing to Central Park, Castle's wife and children were brutally gunned down during a mob shootout. In response, Castle became a vigilante and now hunts down criminals as…

THE PUNISHER IN PRO-DEATH

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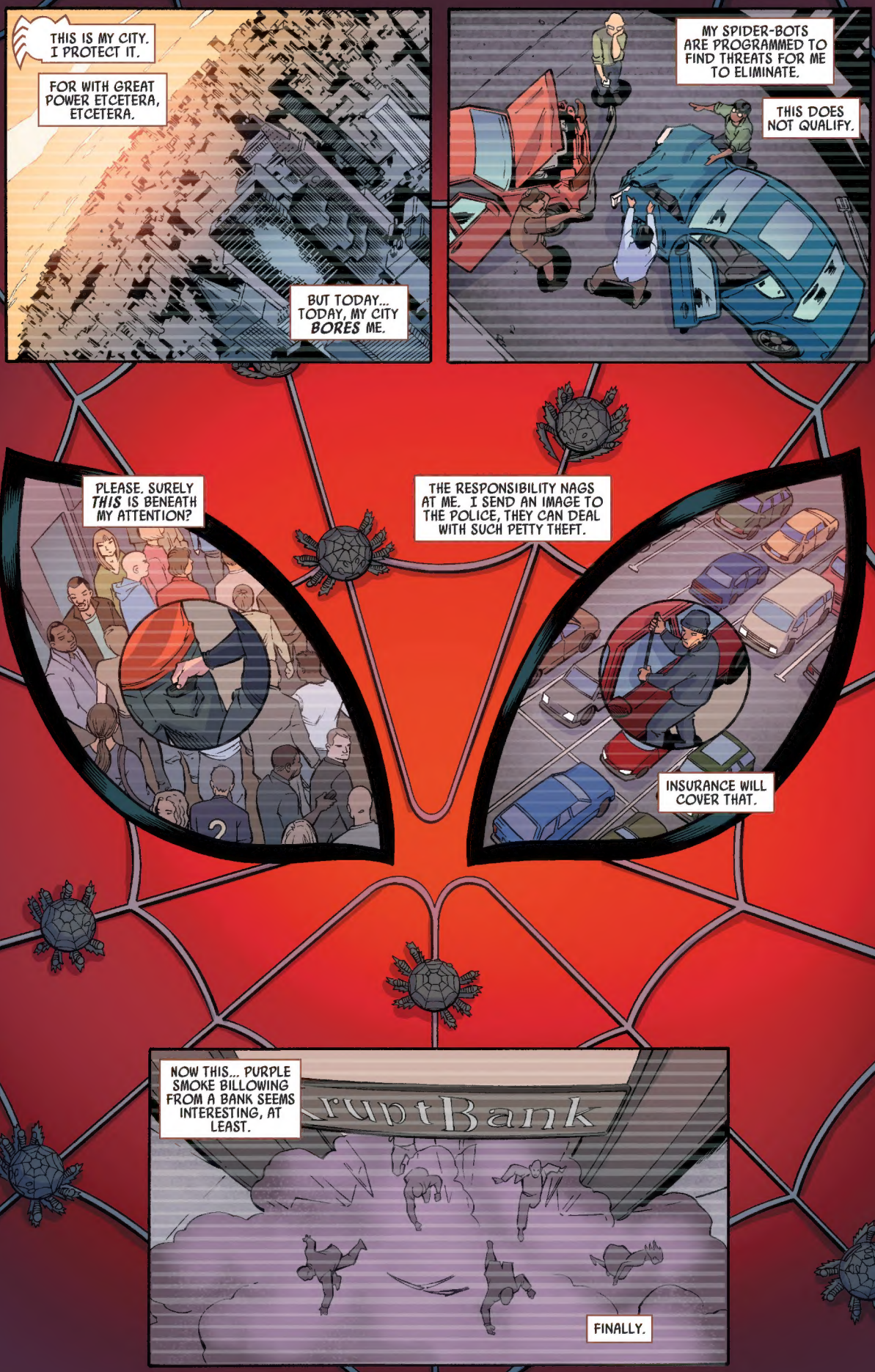
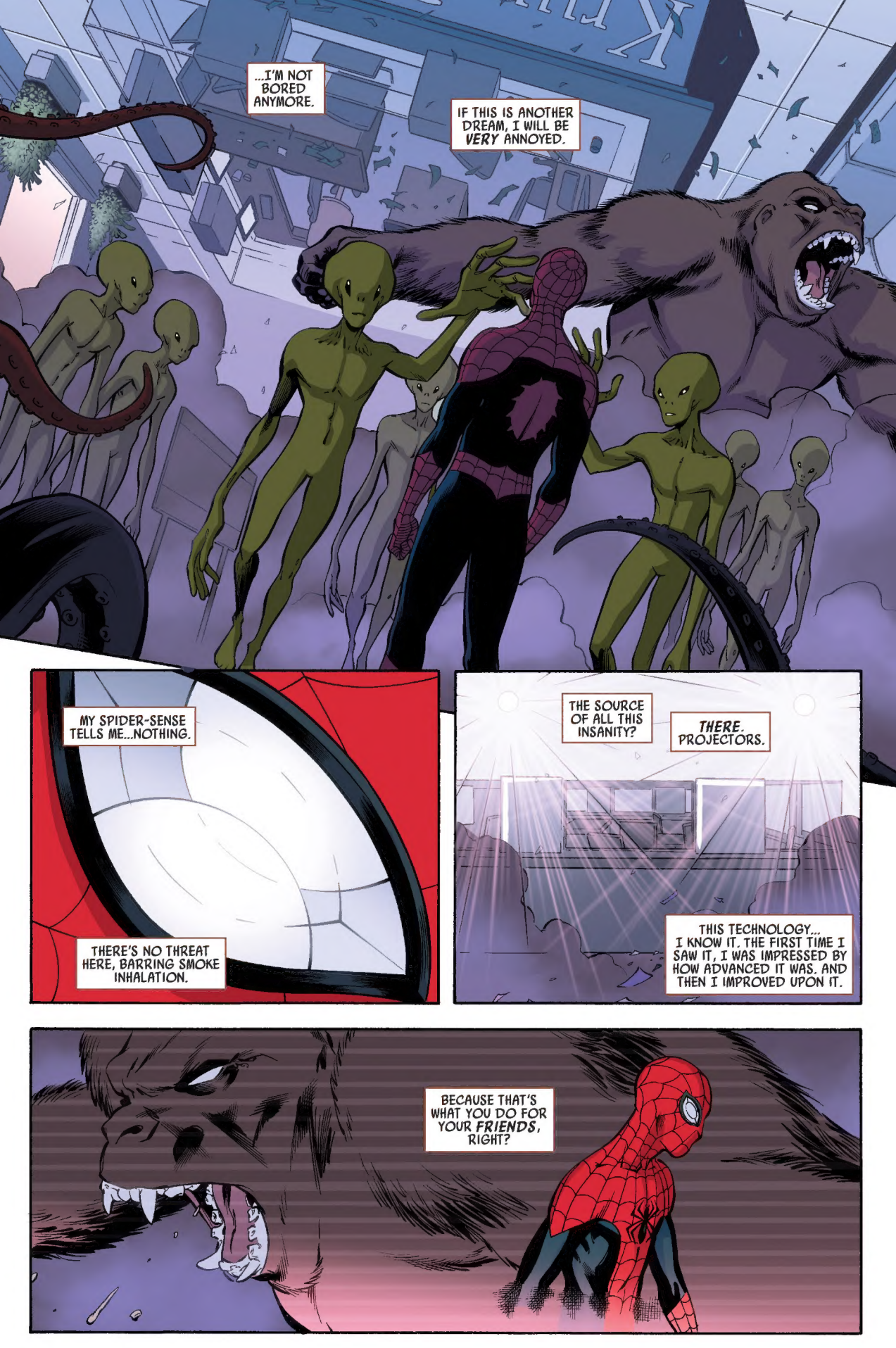
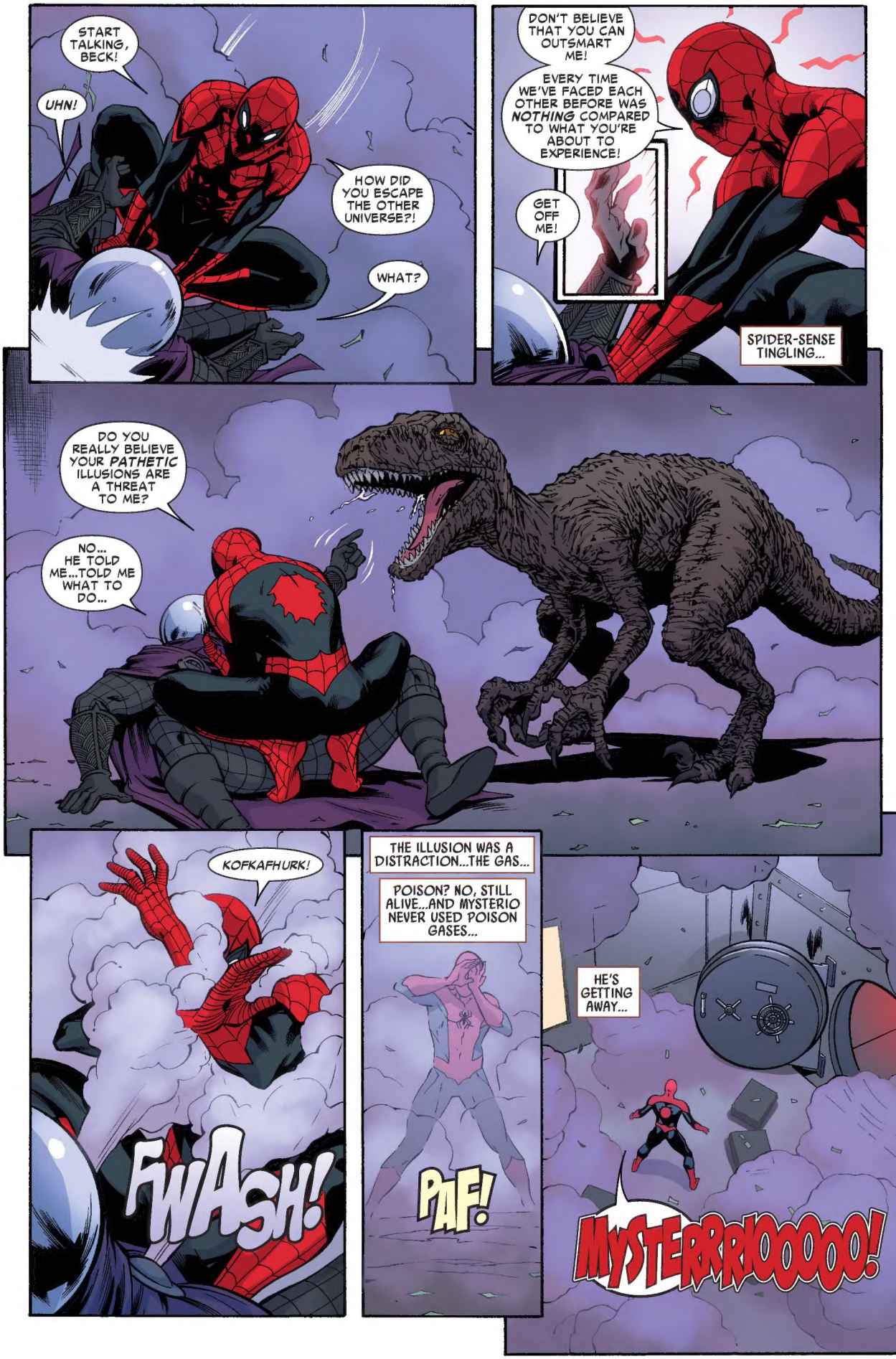
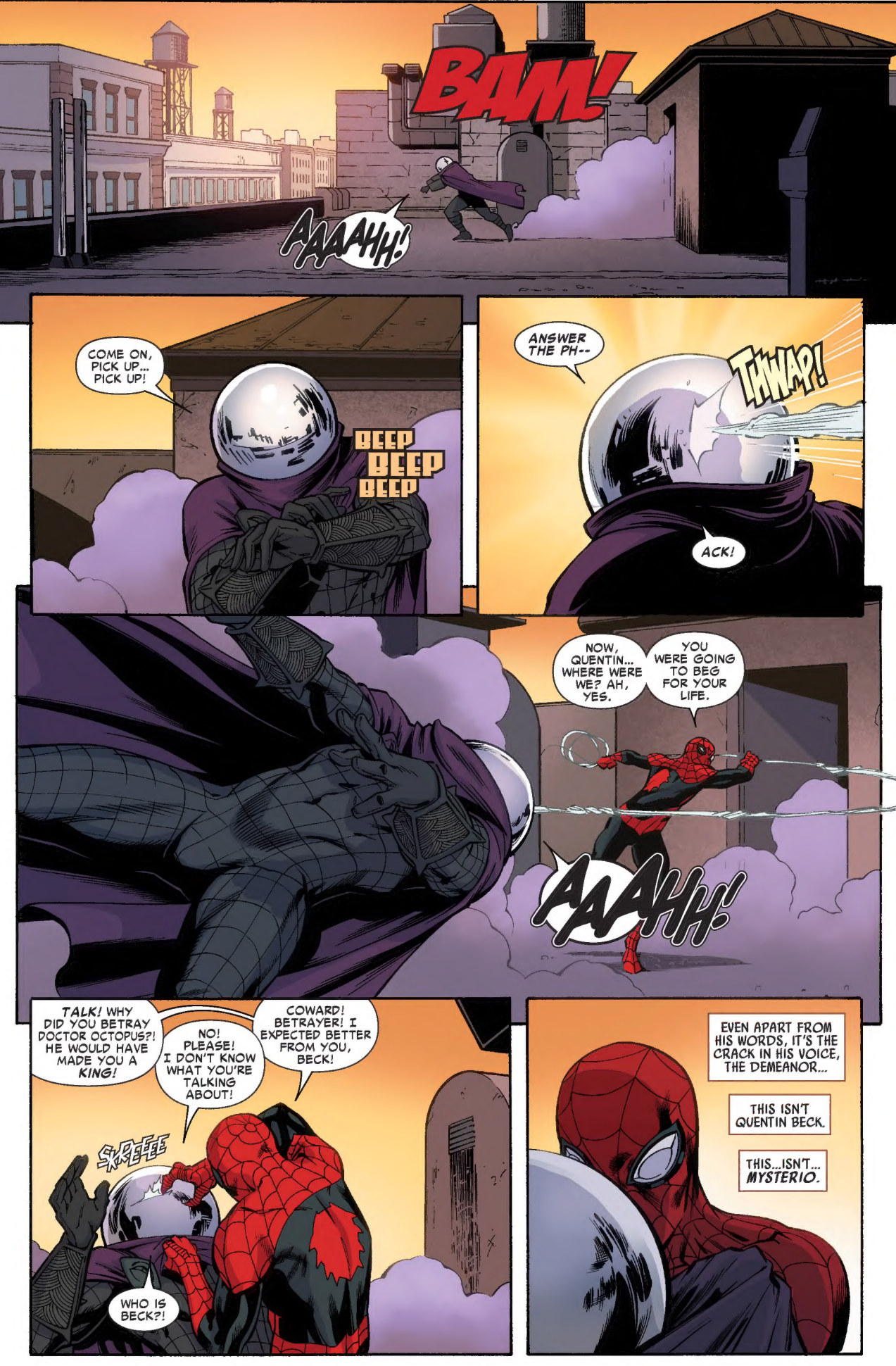

THIS IS MY CITY. I PROTECT IT.
FOR WITH GREAT POWER ETCETERA, ETCETERA.
BUT TODAY... TODAY, MY CITY BORES ME.
MY SPIDER-BOTS ARE PROGRAMMED TO FIND THREATS FOR ME TO ELIMINATE.
THIS DOES NOT QUALIFY.
PLEASE. SURELY THIS IS BENEATH MY ATTENTION?
THE RESPONSIBILITY NAGS AT ME. I SEND AN IMAGE TO THE POLICE, THEY CAN DEAL WITH SUCH PETTY THEFT.
INSURANCE WILL COVER THAT.
NOW THIS... PURPLE SMOKE BILLOWING FROM A BANK SEEMS INTERESTING, AT LEAST.
ruptBank
FINALLY.

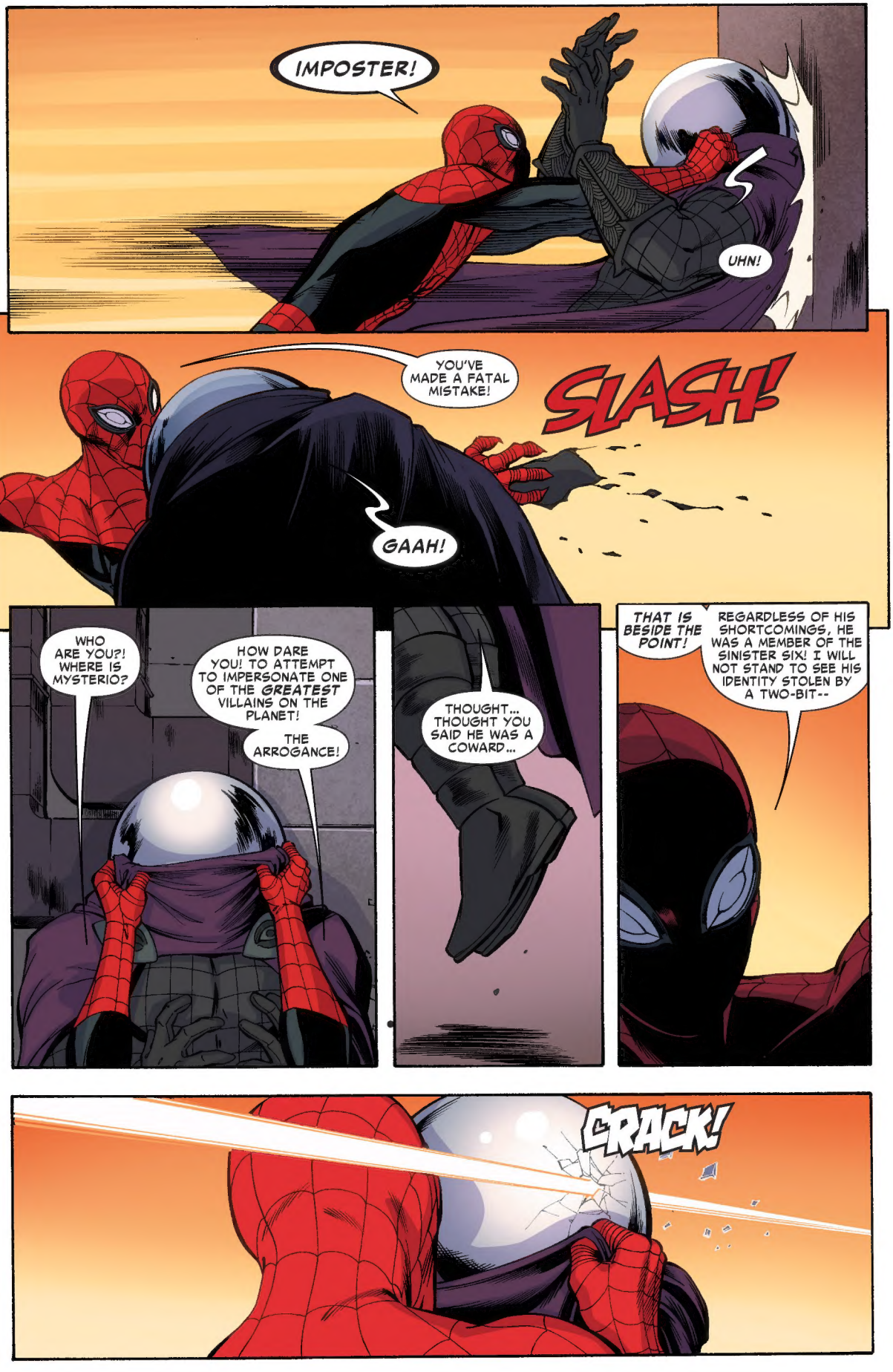
THIS IS A JOB FOR THE SUPERIOR SPIDER-MAN.
FEAR NOT, CITIZENS! FOR THE SUPERIOR SPIDER-MAN IS--
KruptBank
--HERE?
EVERYONE SEEMS TO BE LEAVING.
HMPH. WELL, IN ALL FAIRNESS...


...I'M NOT BORED ANYMORE.
IF THIS IS ANOTHER DREAM, I WILL BE *VERY* ANNOYED.
MY SPIDER-SENSE TELLS ME...NOTHING.
THERE'S NO THREAT HERE, BARRING SMOKE INHALATION.
THE SOURCE OF ALL THIS INSANITY?
THERE. PROJECTORS.
THIS TECHNOLOGY... I KNOW IT. THE FIRST TIME I SAW IT, I WAS IMPRESSED BY HOW ADVANCED IT WAS. AND THEN I IMPROVED UPON IT.
BECAUSE THAT'S WHAT YOU DO FOR YOUR *FRIENDS*, RIGHT?

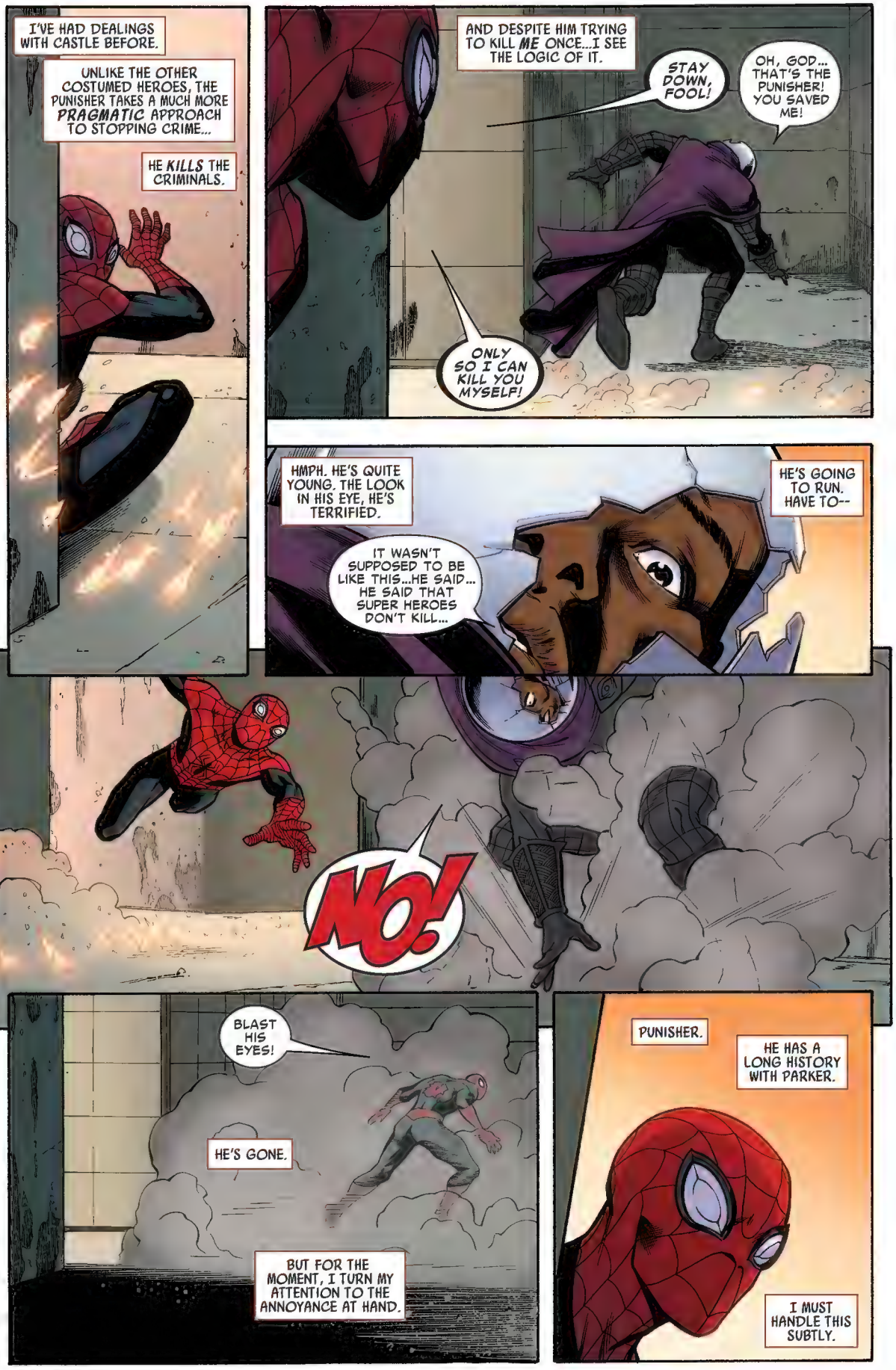
EVEN A LYING, BACKSTABBING, SPINELESS, COWARDLY TRAITOR OF A FRIEND...
...LIKE MYSTERIO.
OPEN, VAULT!
I, MYSTERION, MASTER OF ILLUSION, COMMAND--
+KAFFK OFFHURFF KOFF+
--YOU!
STUPID +KAF!+ SMOKE, I CAN'T SEE ANY--
UNFF!
YOU HAVE MUCH TO ANSWER FOR, VILLAIN!


START TALKING, BECK!
UHN!
HOW DID YOU ESCAPE THE OTHER UNIVERSE?!
WHAT?
DON'T BELIEVE THAT YOU CAN OUTSMART ME!
EVERY TIME WE'VE FACED EACH OTHER BEFORE WAS NOTHING COMPARED TO WHAT YOU'RE ABOUT TO EXPERIENCE!
GET OFF ME!
SPIDER-SENSE TINGLING...
DO YOU REALLY BELIEVE YOUR PATHETIC ILLUSIONS ARE A THREAT TO ME?
NO... HE TOLD ME...TOLD ME WHAT TO DO...
KOFKAFHURK!
FWASH!
THE ILLUSION WAS A DISTRACTION...THE GAS...
POISON? NO, STILL ALIVE...AND MYSTERIO NEVER USED POISON GASES...
PAF!
HE'S GETTING AWAY...
MYSTERRRIOOOOO!


BAM!
AAAAHH!
COME ON, PICK UP... PICK UP!
BEEP BEEP BEEP
ANSWER THE PH--
TAWAP!
ACK!
NOW, QUENTIN... WHERE WERE WE? AH, YES.
YOU WERE GOING TO BEG FOR YOUR LIFE.
AAAHH!
TALK! WHY DID YOU BETRAY DOCTOR OCTOPUS?! HE WOULD HAVE MADE YOU A KING!
NO! PLEASE! I DON'T KNOW WHAT YOU'RE TALKING ABOUT!
COWARD! BETRAYER! I EXPECTED BETTER FROM YOU, BECK!
SKREEEE
WHO IS BECK?!
EVEN APART FROM HIS WORDS, IT'S THE CRACK IN HIS VOICE, THE DEMEANOR...
THIS ISN'T QUENTIN BECK.
THIS...ISN'T... MYSTERIO.


IMPOSTER!
UHN!
YOU'VE MADE A FATAL MISTAKE!
SLASH!
GAAH!
WHO ARE YOU?! WHERE IS MYSTERIO?
HOW DARE YOU! TO ATTEMPT TO IMPERSONATE ONE OF THE GREATEST VILLAINS ON THE PLANET!
THE ARROGANCE!
THOUGHT... THOUGHT YOU SAID HE WAS A COWARD...
THAT IS BESIDE THE POINT!
REGARDLESS OF HIS SHORTCOMINGS, HE WAS A MEMBER OF THE SINISTER SIX! I WILL NOT STAND TO SEE HIS IDENTITY STOLEN BY A TWO-BIT--
CRACK!

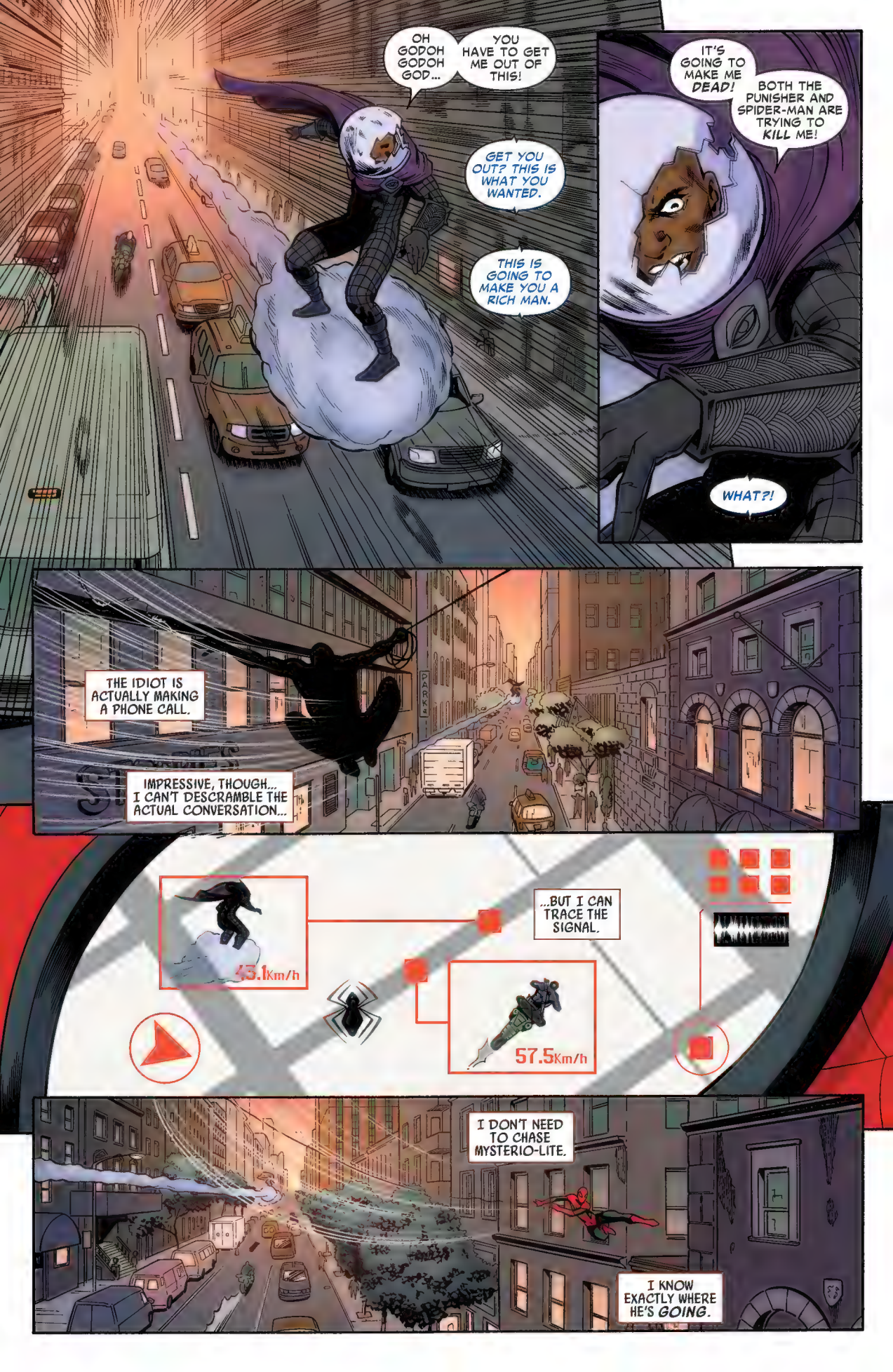
WHO DARES--?
I ASSUME THE SHOT WAS INTENDED FOR ME.
BUT WHEN I SEE THE SHOOTER, I KNOW THAT FOR THE SECOND TIME TODAY I AM MISTAKEN.
FRANK CASTLE.
THE PUNISHER HAS COME FOR MYSTERIO.
THE BULLET PIERCED NOT-MYSTERIO'S HELMET, NARROWLY MISSING HIS HEAD...WHICH TROUBLES ME FAR LESS THAN THE FACT THAT MY SPIDER-SENSE DIDN'T SENSE IT COMING.
THE GAS MUST HAVE DULLED MY--
WAIT, WHAT IS CASTLE DOING?
MOVE!
TK TK TK TK TK TK


I'VE HAD DEALINGS WITH CASTLE BEFORE.
UNLIKE THE OTHER COSTUMED HEROES, THE PUNISHER TAKES A MUCH MORE PRAGMATIC APPROACH TO STOPPING CRIME...
HE KILLS THE CRIMINALS.
AND DESPITE HIM TRYING TO KILL ME ONCE...I SEE THE LOGIC OF IT.
STAY DOWN, FOOL!
OH, GOD... THAT'S THE PUNISHER! YOU SAVED ME!
ONLY SO I CAN KILL YOU MYSELF!
HMPH. HE'S QUITE YOUNG. THE LOOK IN HIS EYE, HE'S TERRIFIED.
IT WASN'T SUPPOSED TO BE LIKE THIS...HE SAID... HE SAID THAT SUPER HEROES DON'T KILL...
HE'S GOING TO RUN. HAVE TO--
NO!
BLAST HIS EYES!
HE'S GONE.
BUT FOR THE MOMENT, I TURN MY ATTENTION TO THE ANNOYANCE AT HAND.
PUNISHER.
HE HAS A LONG HISTORY WITH PARKER.
I MUST HANDLE THIS SUBTLY.

PUNISHER!
YOU'VE INTERFERED WITH MY PLANS FOR THE LAST TIME!
AND YOU'RE LETTING HIM GET AWAY.
THAT WAS MY PLAN!
IT WASN'T. BUT HE DOESN'T NEED TO KNOW THAT.
UHN!
SHOULDN'T YOU BE IN A CAGE WITH THE REST OF THE ANIMALS?
I STILL HAVE WORK TO DO.
AND KILLING MYSTERIO IS ON YOUR LIST?
YES. JUST LIKE IT SHOULD HAVE BEEN ON YOURS YEARS AGO.
WHO DO YOU THINK YOU ARE TO JUDGE ME?
NOT JUDGE.
EXECUTE.
BOOM
BOOM
BOOM
BOOM
BOOM
BOOM

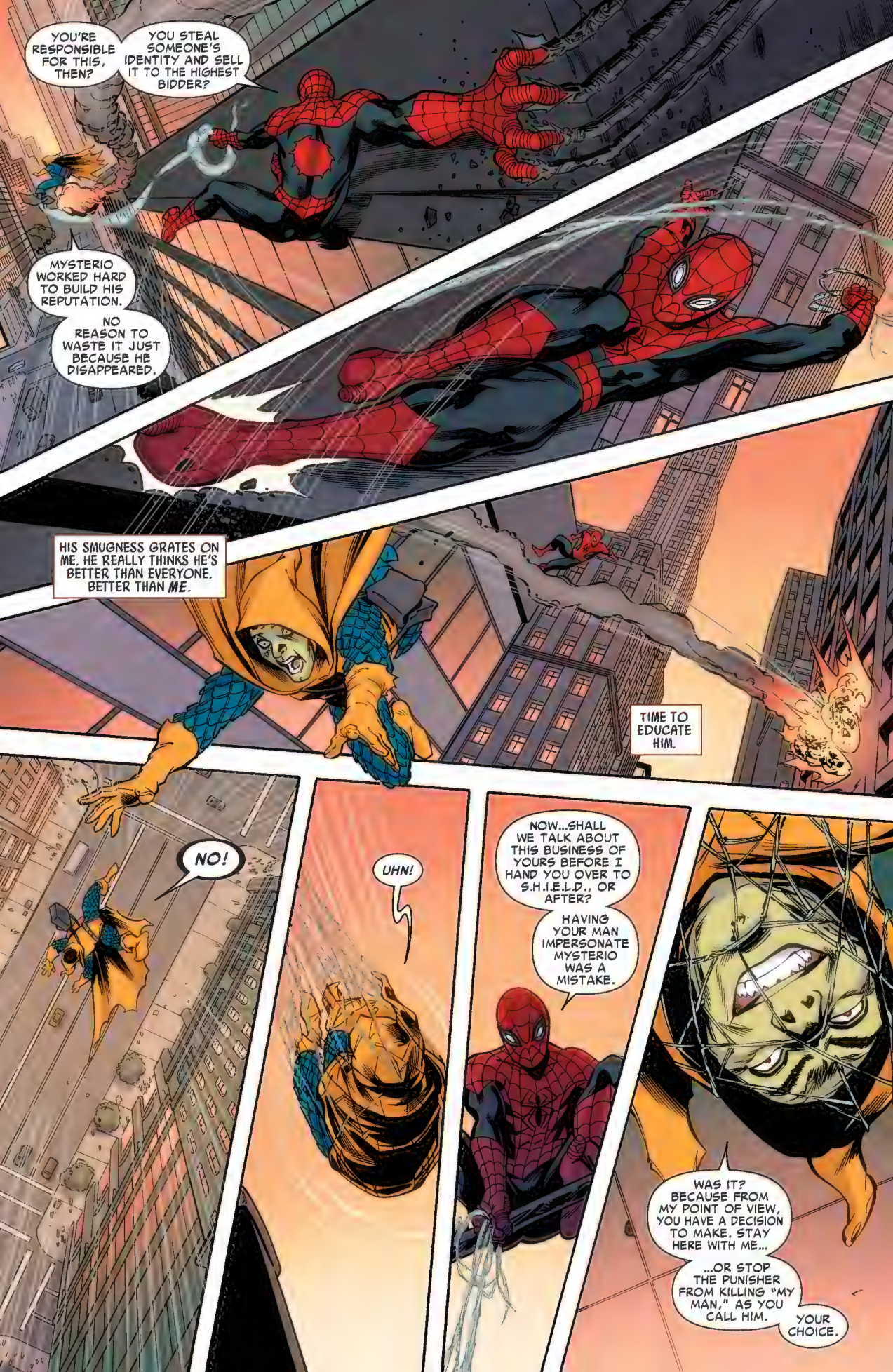
HNN!
CASTLE BOOBY-TRAPPED THE ROOF WITH FLASH GRENADES. LENSES COULDN'T ADJUST IN TIME, CAN'T SEE...
DIDN'T REALIZE HOW MUCH I CAME TO RELY ON SPIDER-SENSE.
THAT WAS MY THIRD MISTAKE TODAY.
QUITE POSSIBLY MY LAST.
CRUNCH
HK!
YOUR VISION WILL ADJUST SOON ENOUGH AND I'LL BE GONE, SO LISTEN CLOSELY.
I HEARD THE STORIES ABOUT MASSACRE.
I SAW WHAT YOU DID TO SCREWBALL AND JESTER.
YOU'VE CROSSED A LINE I NEVER THOUGHT YOU'D CROSS. WANT SOME ADVICE?
TURN BACK, BEFORE IT CONSUMES YOU.

POMPOUS BUFFOON.
PARKER NEVER HAD THE STOMACH FOR THIS. HE COULD NEVER DO WHAT NEEDED TO BE DONE.
I, ON THE OTHER HAND...
I...
MY TALONS INJECTED "MYSTERIO" WITH NANO-SPIDER-TRACERS. HE CANNOT ESCAPE ME.
THERE.
36.7 Km/h
WHAT WAS HE SAYING ON THE ROOFTOP... HE WAS TRYING TO CALL SOMEONE.
48.0km/h
THERE'S THE PUNISHER.
53.3km/h
107 W38th
SIMPLETON.
CONSUME ME?
I AM THE ONE THAT CONSUMES!


OH GODOH GODOH GOD...
YOU HAVE TO GET ME OUT OF THIS!
GET YOU OUT? THIS IS WHAT YOU WANTED.
THIS IS GOING TO MAKE YOU A RICH MAN.
IT'S GOING TO MAKE ME DEAD!
BOTH THE PUNISHER AND SPIDER-MAN ARE TRYING TO KILL ME!
WHAT?!
THE IDIOT IS ACTUALLY MAKING A PHONE CALL.
IMPRESSIVE, THOUGH... I CAN'T DESCRAMBLE THE ACTUAL CONVERSATION...
43.1Km/h
...BUT I CAN TRACE THE SIGNAL.
57.5Km/h
I DON'T NEED TO CHASE MYSTERIO-LITE.
I KNOW EXACTLY WHERE HE'S GOING.

SOME MYSTERIOUS BENEFACTOR?
UGH. I SEE THE PUN. PERHAPS THE BAD JOKES ARE GENETIC.
SOMEONE STOLE THIS TECHNOLOGY FROM MYSTERIO.
SOMEONE CREATED THIS NEW IDENTITY FOR, WHAT DID HE CALL HIMSELF? MYSTERION?
THE RIDDLE WOULD INTRIGUE ME, WERE IT NOT BESMIRCHING THE NAME OF ONE OF MY MINIONS.
...
A.I.M., PERHAPS. NOTHING I CAN'T HAN--
HOBGOBLIN?!

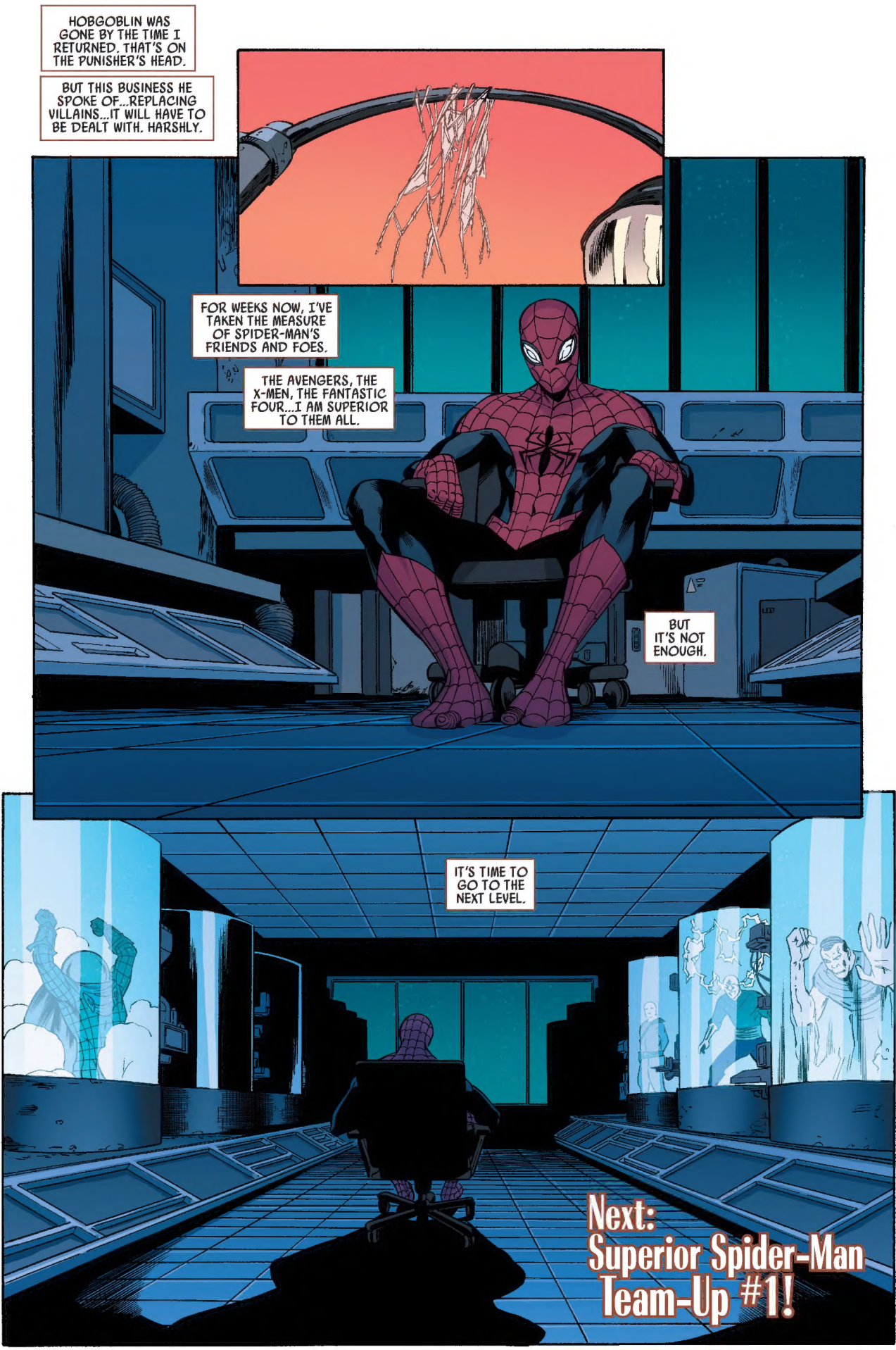
AND NOT THE WINGED PRETENDER, EITHER.
EVEN FROM THE WAY HE MOVES, IT'S APPARENT... THIS IS THE ORIGINAL.
THWIP
SNAG!
YOU'RE RESPONSIBLE FOR THIS "MYSTERION?"
YOU SHOULD VET YOUR PEOPLE MORE THOROUGHLY... HE'S AN EMBARRASSMENT.
BOOM!
UHN!
HE LED ME RIGHT TO YOU.
LIKE ANY INVESTMENT, THERE'S RISK.
ARGH!
ZARK!
REFLEXES AREN'T WHAT THEY USED TO BE?
OR DID THAT "EMBARRASSMENT" SLOW YOU DOWN?
PICKING UP ANOTHER SIGNAL... GOING RIGHT TO HOBGOBLIN.
--GOING TO KILL ME! I CAN'T SHAKE HIM!
I PAID YOU GOOD MONEY FOR THIS GEAR, YOU HAVE TO HELP ME!

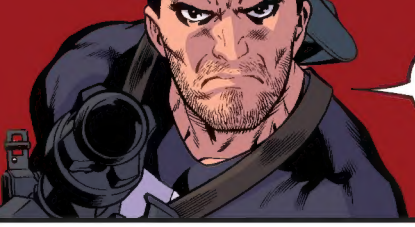

YOU'RE RESPONSIBLE FOR THIS, THEN?
YOU STEAL SOMEONE'S IDENTITY AND SELL IT TO THE HIGHEST BIDDER?
MYSTERIO WORKED HARD TO BUILD HIS REPUTATION.
NO REASON TO WASTE IT JUST BECAUSE HE DISAPPEARED.
HIS SMUGNESS GRATES ON ME. HE REALLY THINKS HE'S BETTER THAN EVERYONE. BETTER THAN ME.
TIME TO EDUCATE HIM.
NO!
UHN!
NOW...SHALL WE TALK ABOUT THIS BUSINESS OF YOURS BEFORE I HAND YOU OVER TO S.H.I.E.L.D., OR AFTER?
HAVING YOUR MAN IMPERSONATE MYSTERIO WAS A MISTAKE.
WAS IT? BECAUSE FROM MY POINT OF VIEW, YOU HAVE A DECISION TO MAKE. STAY HERE WITH ME...
...OR STOP THE PUNISHER FROM KILLING "MY MAN," AS YOU CALL HIM.
YOUR CHOICE.

I JUST... I THOUGHT IT'D BE FUN.
BLAM!
AHHH!!
WILL YOU SHUT UP ALREADY?!
THE REAL MYSTERIO HAD MORE OF A SPINE THAN YOU EVER WILL.
I'M SORRY! I'M SORR--
CRACK!
UHN!
YES, YOU CERTAINLY ARE.

UH-OH.
YOU AND I NEED TO HAVE A TALK, CASTLE.
UHN!
AND I TOLD YOU TO WALK AWAY FROM THIS.
THIS LIFE, IT'S EITHER IN YOU OR IT'S--
CRUNCH
HT.
WHAM
DO YOU REALLY WANT TO SEE WHAT'S IN ME?

YOU NEED TO REALIZE THIS.
THE LINE YOU MENTIONED TO ME EARLIER? THE ONE I CROSSED?
THAT LINE WAS THE ONLY THING KEEPING ME FROM KILLING YOU.
I COULD HAVE TAKEN YOU DOWN ANY TIME I WANTED. MAYBE PART OF ME REALIZED THAT WHAT YOU WERE DOING WAS *RIGHT*.
BUT ANY SENSE OF JUSTICE, ANY SENSE OF *PITY* I HAD FOR YOU...AS OF RIGHT NOW, IT'S GONE.
HERE'S YOUR NEW REALITY, "*FRANK*." YOU DON'T GET IN MY WAY, I WON'T GET IN YOURS.
UNDERSTAND?
PUNISHER WAR JOURNAL ENTRY #22173.
WHATEVER IT WAS THAT CHANGED SPIDER-MAN'S WORLDVIEW ON DEALING WITH CRIMINALS...
...I APPROVE. WHICH IS SOMETHING THAT BEFORE NOW, HE WOULD NEVER WANT. AND IF HE GOES TOO FAR OVER THE EDGE?
I'LL BE WAITING.


HOBGOBLIN WAS GONE BY THE TIME I RETURNED. THAT'S ON THE PUNISHER'S HEAD.
BUT THIS BUSINESS HE SPOKE OF...REPLACING VILLAINS...IT WILL HAVE TO BE DEALT WITH. HARSHLY.
FOR WEEKS NOW, I'VE TAKEN THE MEASURE OF SPIDER-MAN'S FRIENDS AND FOES.
THE AVENGERS, THE X-MEN, THE FANTASTIC FOUR...I AM SUPERIOR TO THEM ALL.
BUT IT'S NOT ENOUGH.
IT'S TIME TO GO TO THE NEXT LEVEL.
Next: Superior Spider-Man Team-Up #1!



AVENGING SPIDER-MAN

Ask and you shall receive! Apparently this month it worked. Had I known I probably would have asked for something else, like brownies or some help with the rent.

Regardless, thanks for responding to my request for letters and specifically answering the question: what do YOU want to see in the upcoming Avenging Spider-Man adventures?

Before we jump into it, I just wanted to let you know of a slight change in the Avenging Spider-Man plans. Just to remind everyone that we are in fact just as superior if not MORE than that other Spidey title, beginning next month, Avenging Spider-Man will become the Superior Spider-Man Team-Up. As always, Chris Yost has some fantastic things planned for this new title, like Spider-Man versus the entire Marvel Universe, or Spider-Man battling Thanos' evil cronies in the upcoming Infinity tie-in issues. We'll also finally explain what Doc Ock has planned for his ex-comrades-in-villainy, the former Sinister Six.

I hope you enjoyed guest artist David Lopez's fantastic art stylings in this issue. And luckily for all of us David will return with Superior Spider-Man Team-Up #1 next month. After which, our beloved Marco Checcetto will be back with a special crossover with Scarlet Spider. Wow, we seem so organized and with it don't we?

Speaking of guest-stars, I've allowed my intern Dylan Gonzales to answer some of your questions this month. It's his last day, so I thought I'd throw him a bone, since you know, he's been our slave without pay. I'm kidding, we let him out for food every few days.

Dear Spider-People,

Cliché though it may be, I wanted to start out by saying that I am a huge fan. I love the Avenging Spider-Man book. I am really enjoying the "done in one" format. Six issue story arcs are fine at times, but it's become a rare treat to have excellently done stories that wrap up in one issue. Please keep them coming!

Now, on to business. In issue nineteen, you guys requested fan ideas for stories, and I've got one I've been dying to see. Way back during the Clone Saga, a man named Kaine killed Dr. Otto Octavius. Otto, of course, was later resurrected and Kaine has recently found a new lease on life as well. They are both working in the hero business under names they've assumed from past Spider-Men. So let's get those two crazy kids back together and see what happens!

Well, that's my two cents. Keep up the great work!

Daniel Richardson
Jacksonville, FL

Hi Daniel,

This is the Spidey office's intern Dylan Gonzalez hijacking the letters column. It is my last day as an intern and since I bought the editors donuts, they've given me the chance to respond to a reader.

We're thrilled you are enjoying the done in one format of Avenging Spider-Man. As for your idea for a team-up with Kaine, the new Scarlet Spider, Avenging Spider-Man is going to be relaunched as Superior Spider-Man Team-Up, featuring Ock Spidey working together with the heroes of the Marvel Universe. It's like the Marvel Team-Up books from the '70s and '80s, which is amazing that I even know of them since they premiered before my parents even met. With Ock Spidey in the lead, it should prove to hold an interesting dynamic between the heroes and him. And even better, a team-up between Kaine and the Superior Spider-Man is in the works! Since both of them are reformed heroes, it would be a wasted opportunity to not have them team up.

Anyway, I think I've gone over my time in the letter column and Sana is giving me the stink eye for it, so I have to give it back to her. Thanks for reading!

--Dylan!

>sniff< The boy makes me proud!
--SA

Dear Avenging Spider-Man Team,

First off, let me say I love everything this book is doing. The writing and artwork are both amazing, err, I mean superior, of course. You asked us readers what we wanted to see, and ever since Otto Octavius took up the web-shooters, there's been one character I know needs to make an appearance: Ollie Osnick, the Steel Spider! Here is a character who was inspired by both Spider-Man and Doctor Octopus. Given that Otto is trying to embody the best traits of both, Ollie seems like his natural counterpart. Not only that, but meeting maybe the only person who looked up to him in his old life could do a lot for Otto. Personally, I think it would be a waste not to utilize this character. I hope you'll consider him.

Steve Bernardi
Stoney Creek, Ontario
Canada

Why does everyone have so many good ideas? Steve, you should consider sending me ideas more often. No plans for Ollie yet, but you never know!

THE EXILES!!!! You asked who we would like to see Spidey with and the Exiles would be the ones! Mr. Yost already brought back a forgotten corner of the Marvel U, The Time Variance Authority (thank you by the way), so please please please resurrect our favorite multiversal X-Team from their limbo-mausoleum. If you do this, I promise to buy five copies of the issue.

XOXO,
Joseph D. Urbick

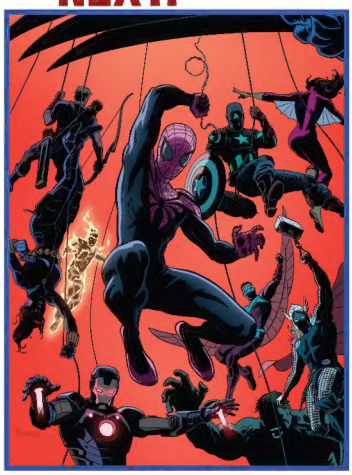
FIVE copies? Incentive noted, Joseph.

I can't squeeze in any more letters or fan-favorite and overworked letterer Joe Caramagna will kill me! Yeah, blame him!

Thanks for your letters and keep `em coming. See you in July, otherwise known as Superior Spider-Month!

Web out!
Sana

NEXT:



SUPERIOR TEAM-UP!

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